

ASTRONICS CORP  
Form 4  
August 27, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KEANE KEVIN T

(Last) (First) (Middle)  
1801 ELMWOOD AVE  
(Street)  
BUFFALO, NY 14207  
(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ASTRONICS CORP [ATRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/26/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
\$.01 PV Com Stk	08/26/2014		M		30,000	A	\$ 11.18	63,572	D	
\$.01 PV Com Stk	08/26/2014		M		18,916	A	\$ 0	82,488	D	
\$.01 PV Cl B Stk	08/26/2014		M		18,916	A	\$ 9.62	1,151,299	D	
\$.01 PV Cl B Stk	08/26/2014		M		18,916	D	\$ 0	1,132,383	D	
\$.01 PV Com Stk								58,120	I	By Spouse
								99,662	I	

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\$.01 PV  
Cl B Stk

By Spouse  
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option	\$ 7.07	08/26/2014		M	5,000	09/06/2006	03/06/2016	\$.01 PV Com Stk	5,000 \$ 7.0
Option	\$ 7.07	08/26/2014		M	4,487	09/06/2006	03/06/2016	\$.01 PV Cl B Stk	4,487 \$ 7.0
Option	\$ 9.28	08/26/2014		M	5,000	09/20/2007	03/20/2017	\$.01 PV Com Stk	5,000 \$ 9.2
Option	\$ 9.28	08/26/2014		M	4,487	09/20/2007	03/20/2017	\$.01 PV Cl B Stk	4,487 \$ 9.2
Option	\$ 10.08	08/26/2014		M	2,500	09/20/2008	03/20/2018	\$.01 PV Com Stk	2,500 \$ 10.0
Option	\$ 10.08	08/26/2014		M	2,244	09/20/2008	03/20/2018	\$.01 PV Cl B	2,244 \$ 10.0

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Option	\$ 4.88	08/26/2014	M	4,000	09/05/2009	03/05/2019	Stk \$.01 PV Com Stk	4,000	\$ 4.88
Option	\$ 4.88	08/26/2014	M	2,072	09/05/2009	03/05/2019	Stk \$.01 PV Cl B Stk	2,072	\$ 4.88
Option	\$ 5.82	08/26/2014	M	5,000	09/02/2010	03/02/2020	Stk \$.01 PV Com Stk	5,000	\$ 5.82
Option	\$ 5.82	08/26/2014	M	2,590	09/02/2010	03/02/2020	Stk \$.01 PV Cl B Stk	2,590	\$ 5.82
Option	\$ 14.2	08/26/2014	M	2,500	08/28/2011	02/28/2021	Stk \$.01 PV Com Stk	2,500	\$ 14.2
Option	\$ 14.2	08/26/2014	M	1,296	08/28/2011	02/28/2021	Stk \$.01 PV Cl B Stk	1,296	\$ 14.2
Option	\$ 24.99	08/26/2014	M	3,000	08/28/2012	02/28/2022	Stk \$.01 PV Com Stk	3,000	\$ 24.99
Option	\$ 24.99	08/26/2014	M	1,140	08/28/2012	02/28/2022	Stk \$.01 PV Cl B Stk	1,140	\$ 24.99
Option	\$ 23.08	08/26/2014	M	3,000	08/22/2013	02/22/2023	Stk \$.01 PV Com Stk	3,000	\$ 23.08
Option	\$ 23.08	08/26/2014	M	600	08/22/2013	02/22/2023	Stk \$.01 PV Cl B Stk	600	\$ 23.08
Option	\$ 65.36				09/03/2014	03/03/2024	Stk \$.01 PV Com Stk	2,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KEANE KEVIN T 1801 ELMWOOD AVE BUFFALO, NY 14207	X	X		

## Signatures

/s/David C. Burney, as Power of Attorney for Kevin T.  
Keane

08/27/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Keane disclaims any beneficial ownership in shares held by his wife.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.  
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